

EXHIBIT B

PROPOSED ORDER

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

No. 08-01789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

**ORDER PURSUANT TO SECTION 105(a) OF THE BANKRUPTCY CODE AND
RULES 2002 AND 9019 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE APPROVING AN AGREEMENT BY AND AMONG THE
TRUSTEE, FINANCIERE MEESCHAERT SA AND CERTAIN OTHER ENTITIES**

Upon the motion (the “Motion”)¹ [ECF No. __] of Irving H. Picard, Esq. (the “Trustee”) as trustee for the substantively consolidated liquidation of the business of Bernard L. Madoff Investment Securities LLC under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa *et seq.*, and Bernard L. Madoff, seeking entry of an order, pursuant to sections 105(a) of the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.* and Rules 2002 and 9019 of the Federal Rules of Bankruptcy Procedure, approving the agreement by and among the Trustee, Financiere Meeschaert SA, Madoff Securities International Limited, acting by its joint liquidators (“MSIL”), the joint liquidators of MSIL, Messers Hosking, Akers and Byers, and the United States Department of Justice, Southern District of New York, in the form annexed to the Motion (the “Agreement”); and it appearing that due and

¹ All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

sufficient notice has been given to all parties in interest as required by Rules 2002 and 9019 of the Federal Rules of Bankruptcy Procedure; and the Court having considered the Affidavit of Irving Picard in support of the Motion; and it further appearing the relief sought in the Motion is appropriate; and it further appearing that this Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and after due deliberation; and sufficient cause appearing therefor; it is

ORDERED, that the Motion is granted; and it is further

ORDERED, that the Agreement is hereby approved and authorized; and it is further

ORDERED, that the parties to the Agreement shall each comply with and carry out the terms of the Agreement.

Dated: New York, New York
_____, 2011

HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE